

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

FCS ADVISORS, LLC,

Plaintiff,

—against—

21 Civ. 6995 (PKC)

THEIA GROUP, INC., d/b/a “THORIAN
GROUP” and/or “CYPHERIAN”; THEIA
AVIATION, LLC; and THEIA HOLDINGS
A, INC., d/b/a “THORIAN HOLDINGS,”

Defendants.

**DECLARATION OF MICHAEL FUQUA, AS RECEIVER, IN SUPPORT OF MOTION
FOR ENTRY OF (A) AN ORDER (I) APPROVING BIDDING PROCEDURES IN
CONNECTION WITH THE SALE OF ALL OR SUBSTANTIALLY ALL OF THE
RECEIVERSHIP ENTITIES’ ASSETS, (II) SCHEDULING AN AUCTION FOR, AND
HEARING TO APPROVE, THE SALE, (III) APPROVING NOTICE OF AUCTION AND
SALE HEARING, (IV) FURTHER EXTENDING THE RECEIVERSHIP STAY
THROUGH AUGUST 31, 2023, AND (V) GRANTING RELATED RELIEF; AND (B) AN
ORDER (I) AUTHORIZING AND APPROVING THE SALE FREE AND CLEAR
OF LIENS, CLAIMS, RIGHTS, ENCUMBRANCES, AND OTHER INTERESTS,
AND (II) GRANTING RELATED RELIEF**

I, Michael Fuqua, hereby declare as follows:

1. On November 8, 2021, the United States District Court for the Southern District of New York (this “Court”)¹ entered an *Order Appointing Michael Fuqua as Receiver* (Doc. 117) (the “Receivership Order”) in the above-captioned case (the “Receivership Case”). Accordingly, I am the Court-appointed receiver (“Receiver”) for Theia Group, Inc., Theia Aviation LLC, and Theia Holdings A, Inc. (collectively, the “Receivership Entities”).

2. I submit this declaration (this “Declaration”) in support of the *Motion of Michael Fuqua, as Receiver, for Entry of (A) an Order (I) Approving Bidding Procedures in Connection*

¹ Capitalized terms used but not defined here shall have the meanings given to such terms in the Sale Motion, the Memorandum of Law in support thereof, or the Bidding Procedures, as the context requires.

With the Sale of All or Substantially All of the Receivership Entities' Assets, (II) Scheduling an Auction for, and Hearing to Approve, the Sale, (III) Approving Notice of Auction and Sale Hearing, (IV) Further Extending the Receivership Stay Through August 31, 2023, and (V) Granting Related Relief; and (B) an Order (I) Authorizing the Sale Free and Clear of Liens, Claims, Rights, Encumbrances, and Other Interests, and (II) Granting Related Relief (the "Sale Motion") filed contemporaneously herewith.

3. Except as otherwise noted, I have personal knowledge of the matters set forth herein or have gained knowledge of such matters from retained advisers who report to me in the ordinary course of my responsibilities. If called upon to testify, I would testify competently to the facts set forth in this Declaration.

4. The factual averments set forth in the Sale Motion and the Memorandum of Law in support thereof are true and correct to the best of my knowledge, information, and belief.

5. I hereby certify that the foregoing statements are true and correct to the best of my knowledge, information, and belief, and respectfully request that all of the relief requested in the Sale Motion be granted, together with such other relief as is appropriate

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on: June 16, 2023

By: /s/ Michael Fuqua
Michael Fuqua